

Philip M. Guffy
HUNTON ANDREWS KURTH LLP
600 Travis Street, Suite 4200
Houston, Texas 77002
Tel: 713-220-4200
Email: pguffy@huntonak.com

Eric A. Schaffer
STONECIPHER LAW FIRM
125 First Avenue
Pittsburgh, PA 15222
Tel: 412-391-8510
Email: eschaffer@stonecipherlaw.com

-and-

*Counsel to UMB Bank, National
Association, as Indenture Trustee*

Paul N. Silverstein
Brian Clarke
HUNTON ANDREWS KURTH LLP
200 Park Avenue
New York, NY 10166
Tel: (212) 309-1000
Email: psilverstein@huntonak.com
brianclarke@huntonak.com

*Special Counsel to UMB Bank, National
Association, as Indenture Trustee, and
Counsel to the Majority Noteholder Group*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

GOODMAN NETWORKS, INC.,

Debtor.

§
§
§
§
§
§
§

Chapter 7

Case No. 22-31641 (MVL)

**UMB BANK, NATIONAL ASSOCIATION, AS
INDENTURE TRUSTEE, AND THE MAJORITY NOTEHOLDER
GROUP'S WITNESS AND EXHIBIT LIST FOR HEARING BEGINNING
ON OCTOBER 10, 2023, AT 9:30 A.M. (PREVAILING CENTRAL TIME)**

UMB Bank, National Association, as indenture trustee (the “**Indenture Trustee**”) and Majority Noteholder Group¹ (together, the “**Bondholders**”) file this Witness and Exhibit List for the hearing to begin on **October 10, 2023, at 9:30 p.m. (prevailing Central Time)** (the “**Hearing**”).

WITNESSES

The Bondholders may call any of the following witnesses at the Hearing:

1. Scott Seidel
2. Lawrence “Bater” Bates
3. David Montgomery
4. Any witness listed or called by any other party; and
5. Rebuttal witnesses as necessary.

EXHIBITS

The Bondholders may offer into evidence any of the following exhibits at the Hearing:

Ex. No.	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
1.	Indenture for Goodman Networks, Inc. 8.000% Senior Secured Notes Due 2022 [UMB-000001 - UMB-000274]				
2.	Pledge and Security Agreement [UMB-000275 - UMB-000353]				
3.	Trademark Security Agreement [UMB-000354 - UMB-000359]				
4.	Global Note [UMB-000360 - UMB-000371]				
5.	Intercreditor Agreement [UMB-000372 - UMB-000418]				

¹ The Majority Noteholder Group consists of investment advisers or managers of funds that hold (with such investment advisers and managers acting on behalf of such holders), or are beneficial holders of, a majority of the 8% Senior Secured Notes due 2022 issued by Goodman Networks, Inc., and include JLP Credit Opportunity Master Fund Ltd., JLP Credit Opportunity IDF Series Interests of the SALI Multi-Series Fund, L.P., JLP Institutional Credit Master Fund LP, Alimco Re Ltd., Marli B. Miller Trust A4, Miller Family Education and Medical Trust, Susan F Miller Spousal IRA, Susan F. Miller Spousal Trust A4, DuPont Pension Trust, and Hilltop Securities, Inc.

Ex. No.	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
6.	Stock Power Agreement (Multiband) [UMB-000474]				
7.	Filed UCC Financing Statement for Goodman Networks (TX) [UMB-000514 - UMB-000516]				
8.	DACA for BTH Bank Account No. 8998 [UMB-000523 - UMB-000536]				
9.	DACA for Prosperity Account No. 1846 [UMB-000550 - UMB-000563]				
10.	DACA for Prosperity Account No. 1861 [UMB-000564 - UMB-000577]				
11.	DACA for Prosperity Account No. 2205 [UMB-000578 - UMB-000590]				
12.	DACA for Prosperity Account No. 5294 [UMB-000591 - UMB-000603]				
13.	DACA for Prosperity Account No. 1838 [UMB-000604 - UMB-000616]				
14.	DACA for Prosperity Account No. 1853 [UMB-000617 - UMB-000629]				
15.	DACA for Prosperity Account No. 1887 [UMB-000630 - UMB-000642]				
16.	DACA for Prosperity Account No. 1879 [UMB-000643 - UMB-000655]				
17.	Lien Sharing and Priority Confirmation Joinder [UMB-000656 - UMB-000658]				
18.	First Supplemental Indenture [UMB-000475 - UMB-000478]				
19.	Second Supplemental Indenture [UMB-000479 - UMB-000485]				
20.	Third Supplemental Indenture [UMB-000486 - UMB-000490]				
21.	GNET Joinder Agreement [UMB-000491 - UMB-000492]				
22.	GNET Notation of Guarantee [UMB-000493 - UMB-000494]				
23.	GNET Pledge Supplement [UMB-000495 - UMB-000502]				
24.	Updated Schedule 5.2 to Pledge and Security Agreement [UMB-000509 - UMB-000513]				

Ex. No.	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
25.	Filed UCC Financing Statement for GNET (TX) [UMB-000517 - UMB-000517]				
26.	Amended and Restated Intercreditor Agreement [UMB-000419 - UMB-000473]				
27.	Fourth Supplemental Indenture [UMB-000503 - UMB-000508]				
28.	Filed UCC Continuation for Goodman Networks (DE) [UMB-000519 - UMB-000521]				
29.	Filed UCC Continuation for Goodman Networks (TX) [UMB-000522]				
30.	CFGFI Financial Presentation for Goodman Networks dated August 3, 2022 [UMB-000715 - UMB-000725]				
31.	Change Notice to BTH Bank [UMB-000659 - UMB-000660]				
32.	Change Notice to Prosperity Bank [UMB-000661 - UMB-000663]				
33.	Notice of Exclusive Control re Prosperity Account No. 1846 [UMB-000664 - UMB-000666]				
34.	Notice of Exclusive Control re Prosperity Account No. 3992 [UMB-000667 - UMB-000670]				
35.	Notice of Exclusive Control re Prosperity Account No. 1838 [UMB-000671 - UMB-000674]				
36.	Notice of Exclusive Control re Prosperity Account No. 1853 [UMB-000675 - UMB-000678]				
37.	Notice of Exclusive Control re Prosperity Account No. 1861 [UMB-000679 - UMB-000682]				
38.	Notice of Exclusive Control re Prosperity Account No. 1879 [UMB-000683 - UMB-000686]				

Ex. No.	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
39.	Notice of Exclusive Control re Prosperity Account No. 1887 [UMB-000687 - UMB-000690]				
40.	Notice of Exclusive Control re Prosperity Account No. 2205 [UMB-000691 - UMB-000694]				
41.	Notice of Exclusive Control re Prosperity Account No. 5294 [UMB-000695 - UMB-000698]				
42.	Notice of Exclusive Control re BTH Bank Account No. 8998 [UMB-000699 - UMB-000701]				
43.	3992 Account Transaction Statement [UMB-000702]				
44.	Email from M. Doty to J. Yenne RE: Prosperity Bank Contact, Aug. 10, 2022 [Prosperity017061 - Prosperity017062]				
45.	DACA for Prosperity Account No. 3992 [Prosperity017076 - Prosperity017088]				
46.	Email from M. Doty to J. Yenne RE: Prosperity Bank Contact, Aug. 10, 2022 [Prosperity012245 - Prosperity012246]				
47.	Email from J. Yenne to M. Doty RE: Key123 - Prosperity Bank Contact, Aug. 11, 2022 [UMB-000703]				
48.	Email from B. Bates to M. Ross RE: Important Updated Contact Information Needed, Aug. 11, 2022 [Prosperity012267 - Prosperity012271]				
49.	Email from John G. to B. Bates RE: credit facility, Aug. 12, 2022 [Prosperity014432 - Prosperity014434]				
50.	Email from B. Bates to James G. Re: EXTERNAL: RE: New LOC, Aug. 12, 2022 [Prosperity012297 - Prosperity012298]				
51.	Email from James G. to A. McCollum RE: EXTERNAL: New account request for Goodman Networks, Aug. 13, 2022 [Prosperity012299 - Prosperity012300]				

Ex. No.	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
52.	Email from K. LaManna to J. Yenne, B. Bates Re: Immediate Attention: Notice of Exclusive Control - Account [3992, Aug. 16, 2022 [Prosperity014706]				
53.	Notice of Exclusive Control re Prosperity Account No. 3992 [Prosperity014707 - Prosperity014710]				
54.	Email from M. Ross to B. Bates, J. Yenne RE: Goodman DACAs, Aug. 18, 2022 [Prosperity012314 - Prosperity012315]				
55.	Email from B. Bates to S. Elmore Re: Goodman Networks, Inc., Aug. 18, 2022 [Prosperity012317]				
56.	Email from M. Ross to J. Yenne, B. Bates RE: Goodman DACAs, Aug. 19, 2022 [Prosperity012330 - Prosperity012333]				
57.	Email from H. Konicov to S. Elmore Re: Prosperity, Aug. 23, 2022 [Goodman 002021]				
58.	Email from J. Mattson to M. Ross RE: Goodman DACAs, Aug. 26, 2022 [Prosperity012335 - Prosperity012339]				
59.	Email from J. Freedson to M. Ross RE: Goodman Networks, Aug. 31, 2022 [Prosperity012457 - Prosperity012458]				
60.	August 31, 2022 Letter from J. Freedson to M. Ross and E. Schaffer Re: Goodman Networks DACA Transaction Requests Prosperity012459 - Prosperity012462				
61.	Email from M. Ross to J. Freedson, J. Mattson Re: Goodman Networks, Aug. 31, 2022 [Prosperity012474]				
62.	August 2022 Bank Statement for Prosperity Account No. 3992 [Goodman 007008 - Goodman 007009]				

Ex. No.	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
63.	Email from A. McCollum to James G. RE: Goodman Networks - signer changes requests, Sept. 12, 2022 [Goodman_000613 - Goodman_000615]				
64.	Email from B. Bates to S. Elmore Re: Loan pmt, Oct. 12, 2022 [Prosperity015230]				
65.	Email from B. Bates to Z. Wiebe [no subejct], Oct. 19, 2022 [Prosperity015338]				
66.	Email from B. Bates to John G. RE: Goodman - Extension Instructions of D&O Coverage, Oct. 31, 2022 [Prosperity015367 - Prosperity015368]				
67.	Email from B. Bates to John G. Re: Prosperity Funds, Dec. 11, 2022 [Prosperity015542]				
68.	Email from B. Bates to John G. Re: Goodman Networks cash at Prosperity, Dec. 26, 2022 [Prosperity015885]				
69.	Email from D. Montgomery to James G. RE: EXTERNAL: Prosperity Bank - Notice of Default, Mar. 24, 2023 [Prosperity016495 - Prosperity016596]				
70.	Prosperity Bank Business Records Affidavit				
71.	Transcript of Deposition of James Goodman				
72.	Transcript of Deposition of David Montgomery, Corporate Representative of Prosperity Bank				
73.	Transcript of Deposition of Scott Seidel Day 1				
74.	Transcript of Deposition of Scott Seidel Day 2				
	Any document or pleading filed in the above-captioned case				
	Any exhibit introduced by any other party				
	Rebuttal exhibits as necessary				

The Bondholders reserve the right to amend or supplement this Witness and Exhibit List as necessary in advance of the Hearing.

Dated: October 6, 2023

Respectfully submitted,

/s/ Philip M. Guffy

Philip M. Guffy (TX Bar No. 24113705)

HUNTON ANDREWS KURTH LLP

600 Travis Street, Suite 4200

Houston, Texas 77002

Tel: 713-220-4200

Fax: 713-220-4285

Email: pguffy@huntonak.com

Eric A. Schaffer

STONECIPHER LAW FIRM

125 First Avenue

Pittsburgh, PA 15222

Tel: 412-391-8510

Email: eschaffer@stonecipherlaw.com

*Counsel to UMB Bank, National
Association, as Indenture Trustee*

-and-

Paul N. Silverstein

Brian Clarke

HUNTON ANDREWS KURTH LLP

200 Park Avenue

New York, NY 10166

Tel: (212) 309-1000

Email: psilverstein@huntonak.com

brianclarke@huntonak.com

*Special Counsel to UMB Bank, National
Association, as Indenture Trustee, and
Counsel to the Majority Noteholder Group*

CERTIFICATE OF SERVICE

I certify that on October 6, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Philip M. Guffy

Philip M. Guffy